

UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK

KEITH JOHNSON, COLBY GOROG,  
JOSHUA FLINT, LOUIS ROBINSON, and  
MICHAEL LERRO, individually and on  
behalf of all others similarly situated,

Plaintiffs,

v.

ELON MUSK, TESLA, INC., and THE  
DOGECOIN FOUNDATION, INC.

Defendants.

Civil Action No.: 1:22-cv-05037-AKH

**STIPULATION AND [PROPOSED] ORDER FOR EXTENSION OF TIME  
TO FILE RESPONSIVE PLEADING**

Plaintiffs Keith Johnson, Colby Gorog, Joshua Flint, Louis Robinson, and Michael Lerro, individually and on behalf of all others similarly situated (“SAC Plaintiffs”), by and through their undersigned counsel, and Defendants Elon Musk, Tesla, Inc., and Dogecoin Foundation, Inc. (“Defendants”), by and through their undersigned counsel, hereby stipulate and agree as follows.

WHEREAS, on June 16, 2022, Plaintiff Keith Johnson filed a class action complaint against Elon Musk, Space Exploration Technologies Corp. dba SpaceX, and Tesla, Inc. (Dkt. No. 1) (the “Initial Complaint”), which did not assert claims for alleged violations of the federal securities laws;

WHEREAS, on September 6, 2022, Plaintiffs Keith Johnson, Colby Gorog, Joshua Flint, Louis Robinson, James Duong, Fernando Uriza, Michael Twomey, and Jessica Calkins, individually and on behalf of others (“FAC Plaintiffs”), filed an amended class action complaint against the Elon Musk, Tesla, Inc., and others, styled *Johnson v. Musk et al.*, Case No.: 1:22-cv-5037-AKH (Dkt. No. 9) (the “First Amended Class Action Complaint”), which asserted claims for alleged violations of the federal securities laws;

WHEREAS, actions involving alleged violations of the federal securities laws, such as this action, are governed by the Private Securities Litigation Reform Act of 1995 (“PSLRA”), 15 U.S.C. §§ 78u-4(a)(2) and (3);

WHEREAS, under Section 78u-4(a)(3)(A)(i)(II) of the PSLRA, the deadline for purported class members to move the court to serve as lead plaintiff in connection with the First Amended Class Action Complaint was November 22, 2022;

WHEREAS, no such motion was filed by the FAC Plaintiffs or any purported class member before the November 22, 2022 deadline to become a Lead Plaintiff and no other similar case has been filed regarding the Dogecoin cryptocurrency;

WHEREAS, on December 5, 2022, the FAC Plaintiffs' counsel filed a motion for leave to file a second amended complaint (Dkt. No. 34) (the "Second Amended Class Action Complaint");

WHEREAS, on December 9, 2022, the Court granted the motion to file the Second Amended Class Action Complaint (Dkt. No. 37);

WHEREAS, on December 12, 2022, the SAC Plaintiffs filed the Second Amended Class Action Complaint against Defendants (Dkt. No. 39), which asserts claims for alleged violations of the federal securities laws;

WHEREAS, on December 22, 2022, the SAC Plaintiffs filed a Motion to Appoint Lead Plaintiffs and Approve Lead Counsel (Dkt. No. 41);

WHEREAS, Plaintiffs' motion to Appoint Lead Plaintiffs and Approve Lead Counsel was granted on January 4, 2023 (Dkt. No. 44);

WHEREAS, by email dated December 22, 2022, the SAC Plaintiffs requested that counsel for Defendants waive service of the Second Amended Class Action Complaint;

WHEREAS, Defendants have agreed to waive service of the Second Amended Class Action Complaint;

WHEREAS, the parties have conferred regarding a schedule for Defendants' anticipated motions to dismiss the Second Amended Class Action Complaint;

WHEREAS, the parties agree that the deadline for Defendants to move to dismiss or otherwise respond to the Second Amended Class Action Complaint is March 31, 2023;

WHEREAS, there have been no previous requests for an extension of the deadline for Defendants to move to dismiss or otherwise respond to the Second Amended Class Action Complaint;

NOW, THEREFORE, IT IS HEREBY STIPULATED AND AGREED, subject to the Court's approval:

1. The deadline for Defendants to move to dismiss or otherwise respond to the Second Amended Class Action Complaint is March 31, 2023.
2. The SAC Plaintiffs' must file any opposition to any motion to dismiss no later than May 31, 2023.
3. Defendants must file any reply to any opposition no later than July 18, 2023.
4. All rights, claims, and defenses, including with respect to personal jurisdiction and venue, are preserved by all parties.

Respectfully submitted,

January 18, 2023



Sarah Heaton Concannon  
Quinn Emanuel Urquhart & Sullivan,  
LLP  
51 Madison Avenue, 22nd Floor  
New York, New York 10038  
Tel: 202-538-8122  
Fax: 202-538-8100  
sarahconcannon@quinnemanuel.com

*Attorney for Defendants Elon Musk and  
Tesla, Inc.*

*/s/ Chad Albert*

Seth L. Levine  
Chad P. Albert  
Levine Lee LLP  
1500 Broadway, Suite 2501  
New York, NY 10036  
Telephone: (212) 223-4400  
slevine@levinelee.com  
calbert@levinelee.com

*Attorneys for Defendant Dogecoin  
Foundation, Inc.*

*/s/ Evan Spencer*

Evan Spencer  
Evan Spencer Law, PLLC  
305 Broadway, 7th Floor  
New York, New York 1007  
Tel: 917-547-4665  
Evan@EvanSpencerLaw.com

*Attorney for Plaintiffs*

**SO ORDERED.**

DATED: \_\_\_\_\_

\_\_\_\_\_  
Hon. Alvin K. Hellerstein  
U.S. District Judge